

## SHARE CAPITAL

*Authorised share capital:* \$

<u>10,000,000,000</u>	Shares	<u>100,000,000</u>
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*Issued Shares:*

20,000,000	Shares in issue	200,000
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*Shares to be issued:*

144,000,000	Shares to be issued under the Capitalisation Issue	1,440,000
<u>36,000,000</u>	New Shares	<u>360,000</u>

*Total:*

<u>200,000,000</u>	Shares	<u>2,000,000</u>
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*Notes:*

### Assumptions

The above table assumes that the Offer and the Capitalisation Issue have become unconditional.

It takes no account of any Shares which may be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandates for the allotment and issue and repurchase of Shares given to the Directors as described in the paragraphs headed “General mandate to issue Shares” and “General mandate to repurchase Shares” below.

### Ranking

The New Shares will rank equally with all Shares now in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus save for entitlements to the Capitalisation Issue.

### Share Option Scheme

The Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the section headed “Share Option Scheme” in Appendix 5 to this prospectus.

### General mandate to issue Shares

The Directors have been granted a general unconditional mandate to allot, issue and deal in Shares with a total nominal value of not more than the sum of:

1. 20% of the total nominal amount of the Shares in issue immediately following completion of the Offer and Capitalisation Issue (as set out in the above table); and
2. the total nominal amount of Shares repurchased by the Company (if any).

This general mandate is in addition to the power of the Director to allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement, or on the exercise of options granted under the Share Option Scheme.

This mandate will remain in effect until whichever is the earliest of:

- the conclusion of the next annual general meeting of the Company; or

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- the expiration of the period within which the next annual general meeting of the Company is required by articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
- the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

For further details of this general mandate, please see the paragraph headed “Resolutions of all shareholders of the Company passed on 19th October, 2002” in Appendix 5 to this prospectus.

### **General mandate to repurchase Shares**

The Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue immediately following the completion of the Offer and the Capitalisation Issue (as set out in the above table).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Repurchase by the Company of its own securities” in Appendix 5 to this prospectus.

This mandate will remain in effect until whichever is the earliest of:

- at the conclusion of the next annual general meeting of the Company; or
- at the expiration of the period within which the next annual general meeting of the Company is required or its articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
- the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

For further details of this general mandate, please see the paragraph headed “Resolutions of all shareholders of the Company passed on 19th October, 2002” in Appendix 5 to this prospectus.